

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
TYLER DIVISION**

ADVANCEME, INC.,

Plaintiff,

v.

AMERIMERCHANT, LLC,

Defendant.

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CAUSE NO. 6:06-CV-0082 LED

**Declaration of Joseph D. Gray in Support of
AmeriMerchant, LLC's Reply in Support of its Motion for Leave
to Amend Preliminary Invalidity Contentions**

I, Joseph D. Gray, hereby declare:

1. I am over the age of 18 and capable of testifying to the facts set forth herein.
2. I am a licensed attorney in the State of Texas.
3. Vinson & Elkins L.L.P. is counsel of record for AmeriMerchant, LLC ("AmeriMerchant") in the above-styled action. I am an associate in the Austin, Texas office of Vinson & Elkins L.L.P. and serve as counsel for Defendant.
4. I aver to the matters set forth herein based upon personal knowledge and information.
5. I respectfully submit this Declaration in support of AmeriMerchant's Reply in Support of its Motion for Leave to Amend Preliminary Invalidity Contentions.
6. Attached hereto as Exhibit F is a true and correct copy of a Timeline of Facts Relevant to AmeriMerchant's Motion to Amend Invalidity Contentions prepared by me.

7. Attached hereto as Exhibit G is a true and correct copy of a comparison of the July 20, 2006 and August 30, 2006 Litle & Co. Invalidity Claim Charts prepared by me.
8. Attached hereto as Exhibit H is a true and correct copy of an article in Inc. 500 on Thomas J. Litle, IV
9. Attached hereto as Exhibit I is a true and correct copy of a September 1, 2006 letter from Robert C. Matz to Hilary Preston.
10. Attached hereto as Exhibit J is a true and correct copy of pages from the transcript of the September 6, 2006 deposition of Thomas J. Litle, IV.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and information.

SIGNED the 3rd day of October, 2006.

/s/ Joseph Gray
Joseph D. Gray